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18900  
RECORDATION NO. FILED 1425

JUL 15 1994 - 1 15 PM

INTERSTATE COMMERCE COMMISSION

July 15, 1994

The Honorable Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Secretary Strickland:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11303(a) and the regulations thereunder, are two executed counterparts of a Memorandum of Railcar Lease Agreement ("Lease") between The First National Bank of Maryland, as Lessor, and Wheelabrator Coal Services Company, as Lessee, a primary document, dated as of July 15, 1994.

The names and addresses of the parties to the enclosed documents are as follows:

Memorandum of Railcar Lease Agreement

LESSOR: The First National Bank of Maryland  
25 South Charles Street  
Baltimore, Maryland 21201

LESSEE: Wheelabrator Coal Services Company  
3505 Olsen, Suite 210  
Amarillo, Texas 79109

A general description of the railroad equipment covered by the enclosed documents is as follows:

One hundred thirty (130) newly manufactured by Trinity Industries, Inc. 4,000 cu. ft., 118-ton capacity, 286,000 lb. gross rail load, roller bearing, five pocket, rapid discharge, rotary coupled aluminum open top coal hopper cars bearing GRTX reporting marks and identified by road nos. 13131 through 13260, inclusive.

The undersigned is the attorney-in-fact of The First National Bank of Maryland and Wheelabrator Coal Services Company mentioned in the enclosed documents and has knowledge of the matters set forth therein.

Please return the extra copies of the enclosed documents to John K. Maser III, Esquire, Donelan, Cleary, Wood & Maser, P.C., Suite 850, 1275 K Street, N.W., Washington, D.C. 20005, or to the bearer hereof.

Also enclosed is a remittance in the amount of \$18.00 for the required recording fees.

counterparts  
J.K. Maser

DONELAN, CLEARY, WOOD & MASER, P. C.

Letter to Honorable Sidney L. Strickland, Jr.

July 15, 1994

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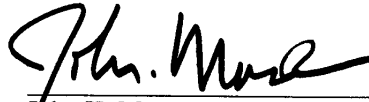
A short summary of the documents to appear in the index follows:

Memorandum of Railcar Lease Agreement, dated as of July 15, 1994 between The First National Bank of Maryland ("Lessor") and Wheelabrator Coal Services Company ("Lessee") relating to one hundred thirty (130) newly manufactured 4,000 cu. ft., 118-ton capacity, 286,000 lb. gross rail load, roller bearing, five pocket, rapid discharge, rotary coupled aluminum open top coal hopper cars bearing GRTX reporting marks and identified by road nos. 13131 through 13260, inclusive.

Very truly yours,

THE FIRST NATIONAL BANK OF MARYLAND  
WHEELABRATOR COAL SERVICES COMPANY

By:



John K. Maser III  
Attorney-In-Fact

**Interstate Commerce Commission**  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

JULY 15, 1994

JOHN K. MASER III  
DONELAN, CLEARY, WOOD & MASER  
1275 K STREET NW SUITE 850  
WASHINGTON DC 20005-4078

Dear MR. MASER:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/15/94 at 1:15PM, and assigned recordation number(s). 18900

Sincerely yours,

Sidney L. Strickland, Jr.  
Secretary

Enclosure(s)

\$ 18.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one stamped on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

*Taledia M. Stokes*

RECORDATION NO. **18900** FILED 1425

**THE FIRST NATIONAL BANK OF MARYLAND**

JUL 15 1994 -1 15 PM

INTERSTATE COMMERCE COMMISSION

**MEMORANDUM OF RAILCAR LEASE AGREEMENT**

**dated as of July 15, 1994**

**between**

**THE FIRST NATIONAL BANK OF MARYLAND,**

**as Lessor**

**and**

**WHEELABRATOR COAL SERVICES COMPANY,**

**as Lessee**

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**FILED WITH THE INTERSTATE COMMERCE  
COMMISSION PURSUANT TO 49 U.S.C. § 11303  
ON JULY \_\_, 1994 AT \_\_\_\_\_  
RECORDATION NUMBER \_\_\_\_\_**

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is entered into as of this 15th day of July, 1994, by and between THE FIRST NATIONAL BANK OF MARYLAND, a national banking association ("Lessor"), and WHEELABRATOR COAL SERVICES COMPANY, a Delaware corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, 130 newly manufactured 4,000 cubic foot, 118-ton capacity, 286,000 lb. gross rail load, roller bearing, five pocket, rapid discharge, rotary coupled aluminum open top coal hopper cars bearing GRTX reporting marks and identified by road nos. 13131 through 13260, inclusive, all as more particularly described in that certain Railcar Lease Agreement dated as of July 15, 1994 and Schedule No. 1 executed pursuant thereto (the "Lease"), between Lessor and Lessee.
2. The Lease shall be effective as of the execution date thereof and shall be subject to the Term of the Lease, as defined therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

THE FIRST NATIONAL BANK OF MARYLAND  
Lessor

By: J. Mitchell Crook

WHEELABRATOR COAL SERVICES COMPANY  
Lessee

By: [Signature]  
Vice President

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this 14th day of July, 1994 before me personally appeared, J. Mitchell Crook, to me personally known, who being by me duly sworn, says that he is a Vice President of THE FIRST NATIONAL BANK OF MARYLAND, a national banking association, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on July 11, 1994 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

[Signature]  
Notary Public

[Notarial Seal]

My commission expires: 2/5/95

STATE OF New Hampshire COUNTY OF Rockingham, TO WIT:

On this 14<sup>th</sup> day of July, 1994 before me personally appeared R. S. Haak, Jr. to me personally Known, who being by me duly sworn, says that he is the Vice President of WHEELABRATOR COAL SERVICES COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on July 14, 1994 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Babara Rina Jensen  
Notary Public

[Notarial Seal]

My commission expires:

May 23, 1995

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